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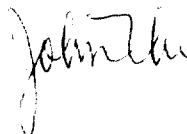
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

July 25, 1994

IN REPLY REFER TO:
8910-JAV
STOP CODE 1800B2

Hometown Media, Inc.
Radio Station WAYB-AM
Route 2, Box 220
Forest, Virginia 24551

This is in reference to attorney letter dated 6/1/94. Authority and terms in special temporary authority granted 11/3/93 extended through 10/31/94. Understand the proposed assignment to Hometown of WAYB license, approved 12/6/93 (BAL-920902AD) was consummated effective 3/7/1994. Due to inclement weather conditions and a trucker's strike, however, the installation of tower has not been able to be complete at an desired date. Continue to submit progress reports with any further extension requests.



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

John Vu
Engineer

EIC- Norfolk
ATTY- Gardner, Carton et al

Approved by OMB
3060-0440
Expires 2/28/96

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FCC
USE
ONLY

FCC/MELLON JUN 01 1994

06-03-94 8190648 002

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)

HOMETOWN MEDIA, INC.

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)

Route 2, Box 220

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)

CITY

Forest

STATE OR COUNTRY (if foreign address)

Virginia

ZIP CODE

24551

CALL SIGN

WAYB (AM)

OTHER FCC IDENTIFIER

BAL-920902ED

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)

(B)

(C)

FEE TYPE CODE

FEE MULTIPLE
(if required)

FEE DUE FOR FEE TYPE
CODE IN COLUMN (A)

FOR FCC USE ONLY

(1)

M

G

R

\$ 100.00

SECTION II

— To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)

(B)

(C)

FEE TYPE CODE

FEE MULTIPLE
(if required)

FEE DUE FOR FEE TYPE
CODE IN COLUMN (A)

FOR FCC USE ONLY

(2)

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\$

(3)

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\$

(4)

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\$

(5)

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\$

ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.

TOTAL AMOUNT REMITTED
WITH THIS APPLICATION
OR FILING

\$ 100.00

FOR FCC USE ONLY

100.00

INSTRUCTIONS FOR COMPLETING FCC FORM 155, FEE PROCESSING FORM

- (1) **"Applicant Name"** - Enter the name (last, first, middle initial) of the applicant as it appears on the original application or filing being submitted with this Fee Processing Form. If company, enter name which is used commercially.
- (2) **"Mailing Address (Line 1)"** - Enter the street address or post office box number to which the applicant wishes correspondence sent.
- (3) **"Mailing Address (Line 2)"** - This line may be used for further identification of the address if additional space is required.
- (4) **"City"** - Enter the name of the city associated with the given street address.
- (5) **"State or Country"** - Enter the appropriate two-digit state abbreviation as prescribed by the U.S. Postal Service. If address is foreign, enter the appropriate country name here.
- (6) **"ZIP Code"** - Enter the appropriate five or nine-digit ZIP Code prescribed by the U.S. Postal Service.
- (7) **"Call Sign or Other FCC Identifier"** - Enter the applicable call or unique FCC identifier, if any, as shown on your attached application or filing. If applying for a service affecting more than one call sign, enter one call sign only.
- (8) **Column (A), "Fee Type Code"** - Enter correct Fee Type Code(s) from the appropriate Fee Filing Guide. Only one Fee Processing Form may be submitted per application or filing. Inaccurate or erroneous Fee Type Codes may result in your application or filing being returned to you without further processing.
- (9) **Column (B), "Fee Multiple"** - Certain applications and filings may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. This column is used only if a multiple, i.e., two or more, is being applied for. Examples of when this would be used are renewing more than one call sign, frequency, station, or the transfer of control of more than one station. Refer to the appropriate Fee Filing Guide for additional information.
- (10) **Column (C), "Fee Due for Fee Type Code in Column (A)"** - Enter in this block the amount of the fee associated with the Fee Type Code shown in Column (A) (times (X) the fee multiple, if required).
- (11) **"Total Amount Remitted With This Application or Filing"** - Enter the total of lines (1) through (5) of Column (C). This amount should equal the amount of your check or money order. We will not accept multiple checks.

HOW TO SUBMIT APPLICATIONS AND FILINGS

o Each application or filing should be assembled with the Fee Processing Form, FCC Form 155, stapled to the top of the application with the check placed on top of the Fee Processing Form. **DO NOT STAPLE THE CHECK TO THE APPLICATION OR FEE PROCESSING FORM, FCC FORM 155.** Required copies of applications should be clearly identified as "duplicate copy" and placed behind the original package. **"Stamp and receipt" copies should be placed on top of the original package and CLEARLY identified as return copies.** Extraneous material and extra copies should be avoided at all times. Failure to follow these instructions will delay the processing of your submission.

o Completed applications or filings should be mailed to the proper address shown in the Fee Filing Guide for the particular service for which you are applying or making a filing. **All applications and filings must be properly addressed to the appropriate P.O. box number, even if hand delivered to the address listed below.** Applications received before midnight on a normal business day will receive that day's date as the receipt date. Deliveries made after midnight on Fridays will not be "officially" receipted until the next Monday. Applications received on weekends and government holidays are dated the next regular business day.

o A single check, bank draft or money order made payable to the Federal Communications Commission and denominated in U.S. dollars and drawn upon a U.S. financial institution must be included with each application or filing requiring a fee. No postdated, altered or third-party checks will be accepted. Do not send cash.

o Parties hand delivering applications or filings may receive dated receipt copies by presenting copies of the applications or filings to the acceptance clerk at the time of delivery. **Receipts will be provided for mail-in applications or filings if an extra copy of the application or filing is provided along with a self-addressed stamped envelope. Only one piece of paper per application or filing will be stamped for receipt purposes.**

REMEMBER

o A separate completed Fee Processing Form is required with each application or filing except in certain circumstances. Please refer to the appropriate Fee Filing Guide for additional information.

o A wrong Fee Type Code or incorrect remittance may result in your application or filing being returned without processing, or result in the dismissal of your application or filing. **Please ensure that FEE TYPE CODES are correct and that your check or money order equals the amount shown in the TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING block before submitting your application or filing.**

o If you have any questions completing this form, please call the Fees Hotline, 202/632-FEES.

FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

Part 1, Subpart G of the Commission's rules authorize the FCC to request the information on this form. The information requested is required in order to obtain a license or authorization from the Commission. The purpose of the information is to provide a means to link a fee payment to a specific invoice, application or filing. The information will be used by the Commission to maintain data concerning fees paid to the Commission, for internal financial control, audit, and reporting purposes. Information requested on this form will be available to the public. Your response is required to obtain a license or other authorization from the Commission.

Public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0440), Washington, DC 20503.

THIS ADDRESS IS FOR HAND CARRY OR COURIER DELIVERY ONLY:

Federal Communications Commission
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th Floor, Room 153-2713
Pittsburgh, Pennsylvania 15259-0001
(Attention: Wholesale Lockbox Shift Supervisor)

GARDNER, CARTON & DOUGLAS

1301 K STREET, N.W.

SUITE 900, EAST TOWER

WRITER'S DIRECT DIAL NUMBER

WASHINGTON, D.C. 20005

CHICAGO, ILLINOIS

James K. Edmundson
(202) 408-7162

(202) 408-7100
FACSIMILE: (202) 289-1504

June 1, 1994

R & S Courier
12791

Federal Communications Commission
Mass Media Services
Post Office Box 358190
Pittsburgh, Pennsylvania 15251-5190

RE: WAYB(AM)
Waynesboro, Virginia

Dear Sir or Madame:

Hometown Media, Inc. (hereafter Hometown), the licensee of WAYB(AM), Waynesboro, Virginia, has outstanding Special Temporary Authority to resume the operation of standard broadcast Station WAYB with the temporary facilities described in its STA request filed October 22, 1993 (FCC letter, dated February 15, 1994, granting an STA through June 1, 1994). Pursuant to Section 73.1635 of the Rules, Hometown respectfully requests the Commission to renew the STA for an additional 90 day period to and including August 31, 1994. The proposed assignment to Hometown of the WAYB license, approved December 6, 1993 (BAL-920902ED) was consummated effective March 7, 1994.

Hometown has been unable to activate the temporary facility for reasons beyond its control. Waynesboro is a mountain community which experienced severe adverse weather conditions last winter and early spring. As a consequence, the installation of the ground system was deferred until the site area dried out; installation of the ground system was completed approximately two weeks ago. Delivery of the tower was also deferred because of inclement weather conditions and a trucker's strike. The tower is on site and is expected to be erected by the end of this week. The studio facilities (a 5,000 square foot building) are substantially completed and all equipment necessary to commence broadcasting is on hand.

GARDNER, CARTON & DOUGLAS

FCC, Pittsburgh, PA
June 1, 1994
Page 2

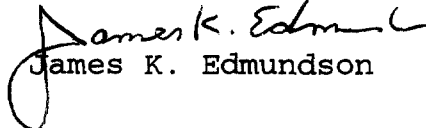
RE: WAYB(AM)
Waynesboro, VA

Hometown regrets that it has not been able to complete its installation at an earlier date. It presently anticipates, however, that it will be able to commence equipment tests on or about June 21, tender a partial proof of performance on or about June 27 and commence broadcasting under the STA on or about July 7, 1994.

A check in the amount of \$100 is enclosed to cover the required filing fee. It is certified on behalf of Hometown that no party to this request is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 853a.

Please direct inquiries concerning this request to M. Scott Johnson (202/408-7122) of this office or to the undersigned.

Sincerely,


James K. Edmundson

Enclosure

cc: (with enclosure)
May Bradfield
FCC, Room 342

JKE:vld
69357-001\36931.3

4090

GARDNER, CARTON & DOUGLAS 5-78

PH. 202-408-7100
1301 K ST., NW., SUITE 900, EAST TOWER
WASHINGTON, DC 20005

1 June 19 94

15-41
540

PAY TO THE ORDER OF Federal Communications Commission \$ 100.00

One Hundred and -----no/100 DOLLARS

FIRST AMERICAN BANK
FIRST AMERICAN BANK, N.A.
WASHINGTON, DC 20005

Sharon L. Auer

⑈004090⑈ ⑆054000043⑆ ⑈ 3178811⑈

NEW YORK - (AM BRANCH)

JUL 8 1994

RECEIVED

GARDNER, CARTON & DOUGLAS

1301 K STREET, N.W.

SUITE 900, EAST TOWER

WRITER'S DIRECT DIAL NUMBER

WASHINGTON, D.C. 20005

CHICAGO, ILLINOIS

James K. Edmundson
(202) 408-7162

(202) 408-7100
FACSIMILE: (202) 289-1504

July 8, 1994

BY HAND

Mr. John Vu
Mass Media Bureau
Federal Communications Commission
1919 M Street, N.W., Room 342
Washington, D.C. 20554

RE: WAYB
Waynesboro, Virginia

Dear Mr. Vu:

This will supplement the pending request, dated June 1, 1994, of Hometown Media, Inc. (hereafter Hometown) to renew the Special Temporary Authority to resume the operation of standard broadcast Station WAYB, Waynesboro, Virginia, with the temporary facilities described in its STA request filed October 23, 1993. The tower has been erected and a transmitter building (10 feet by 12 feet) has been constructed. The transmitter has been delivered and is being stored temporarily at the studio.

The final installation at the transmitter site has been unavoidably delayed for two reasons: (1) the electrician who would have made the installation (and who indeed made the original WAYB installation circa 47 years ago) passed away in May and his brother, who is carrying on the business, has been unable to schedule in the electrical work at the site because of the press of other business; and (2) the power company will not bring power to the site until the certain of the electrical installation is completed. The licensee presently anticipates that the final installation can be completed within three weeks and thereby commence equipment and program tests on or about July 31, 1994. The President of the licensee has armed forces reserve duty circa August 7-13, 1994. Based on this schedule, field intensity measurements in support of an application for permanent facilities would be taken during the week of August 14-20, 1994, and a Form 301 tendered on or about September 1, 1994. The Commission may be assured that the licensee is most anxious to commence broadcasting at the earliest possible moment.

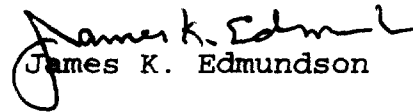
GARDNER, CARTON & DOUGLAS

Mr. John Vu
July 8, 1994
Page 2

RE: WAYB(AM)
Waynesboro, VA

Please direct inquiries concerning the foregoing to M. Scott Johnson (202/408-7122) of this office or to the undersigned.

Sincerely,


James K. Edmundson

JKE:vld
38076-001\83628.1

BY-LAWS
OF
HOMETOWN MEDIA, INC.

10-10-10
WAYB (pm)
Waynesboro, VA

Article I

Stockholders and Stockholders' Meetings

1. The annual meeting of the stockholders for the election of directors and the transaction of such other business as may properly come before it shall be held at the principal office of the Corporation in Lynchburg, Virginia, or at such place within or without the State of Virginia as shall be set forth in the notice of meeting. The meeting shall be held on the 1st Monday in February of each year at 10:00 a.m. or such other date as the President of the Corporation shall designate. If that day is a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday.

2. Special meetings of the stockholders may be called by the President or a majority of the Board of Directors and must be called by the President upon written request by the holders of not less than one-tenth of all the shares entitled to vote at such meeting.

3. Written notice of an annual or special meeting, stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which it is called, shall be given either personally or by mail to each stockholder of record entitled to vote at such meeting. Such notice shall be given not less than 10 nor more than 50 days before the date of the meeting;

except that, if the purpose of the meeting is to act on special matters such as an amendment to the Articles of Incorporation, the reduction of stated capital, or on a plan of merger or consolidation, the notice shall be given not less than 25 nor more than 50 days before the date of the meeting and shall be accompanied by a copy of the proposed amendment or plan of reduction or merger or consolidation; and the statute should be consulted as to these and other matters.

4. Notwithstanding the requirements for notice set out in the preceding paragraph, any meeting of stockholders may be held if:

a) a waiver of notice thereof in writing is signed by the person or persons entitled to such notice, whether before or after the time stated therein; or

b) the stockholder attends the meeting, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. The holders of a majority of the outstanding shares of Capital Stock entitled to vote shall constitute a quorum at any meeting of the stockholders. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required. Each stockholder shall be entitled to one vote in person or by proxy for each share entitled to vote then outstanding in his name on the books of the Corporation.

6. The President shall preside over all meetings of the stockholders. If he is not present, or there is none in office, any other officer of the Corporation may preside as acting President. The Secretary of the Corporation shall act as Secretary of all the meetings, if he be present. If he is not present, the President or acting President shall appoint a Secretary of the meeting. The President may appoint one or more inspectors of the election to determine the qualification of voters, the validity of proxies and the results of ballots.

7. Any action which is required by law or which may be taken at a meeting of the stockholders may be taken without a meeting, if consent in writing, setting forth the action so taken, is signed by all the stockholders, either before or after the fact. Such consent shall have the same force and effect as an unanimous vote of the stockholders.

8. The transfer books for shares of Capital Stock of the Corporation may be closed by order of the Board of Directors for a period not exceeding 50 days for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof or entitled to receive payment of any dividend or in order to make a determination of stockholders for any other purpose. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such

date to be not more than 50 days preceding the date on which the particular action requiring such determination of the stockholders is to be taken.

9. Every proxy must be dated and signed by the stockholder of record or his attorney-in-fact. No proxy shall be valid for more than eleven (11) months from the date of execution, unless otherwise provided for therein.

Article II

Board of Directors

1. The affairs of the Corporation shall be managed by a Board of Directors which shall be chosen at the annual meeting of the stockholders or at any special meeting held in lieu thereof. The number of the Directors shall initially be two (2). This number may be increased or decreased at any time by amendment of these By-Laws.

2. The Director or Directors shall be elected at the annual meeting of the stockholders by a plurality vote except as otherwise prescribed by these By-Laws.

3. Terms of office of each Director shall be to the next annual meeting of the stockholders and until his successor has been duly elected and qualified.

4. The Board of Directors shall have control and management of the affairs and business of the Corporation. The Director or Directors shall in all cases act as a Board, regularly convened. In the transaction of business, the act of a majority present at a meeting, except as otherwise provided by law, shall be the act of

the Board, provided a quorum is present. The Director or Directors may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation as the Board may deem proper and not inconsistent with law or these By-Laws.

5. The Board of Directors shall meet for the election or appointment of officers and for the transaction of any other business as soon as practicable after the adjournment of the annual meeting of the stockholders. Other regular meetings of the Board shall be held at such times as the Board may from time to time determine. Special meetings of the Board of Directors may be called by the President at any time; and he must, upon the written request of any director, call a special meeting to be held not more than five (5) days after the receipt of such request.

6. No notice need be given of any regular meeting of the Board. Notice of special meetings shall be served upon each Director in person or by mail addressed to him at his last known post office address, at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting. At any meeting at which all of the Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

7. The Board of Directors may hold its meeting either within or without the Commonwealth of Virginia, as such places may be designated in the notice of any such meeting.

8. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a

quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than five (5) days later.

9. Each director shall be entitled to receive for attendance at such meeting of the Board of Directors or of any duly constituted committee thereof, which he attends, such fee as is fixed by the Board.

10. Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled promptly by a majority vote of the remaining Directors at a special meeting which shall be called for this purpose within five (5) days after the occurrence of the vacancy. The Director thus chosen shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor. Any Director may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the shares then issued and outstanding and who were entitled to vote for the election of the director sought to be removed, at any special meeting called for that purpose, or at any annual meeting.

11. Any Director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Article III

Officers

1. Promptly after its election in each year, the Board of Directors shall elect a President (who shall be one of the Directors) a Treasurer/Secretary; The Board may appoint such other officers as it may deem proper. Any officer may hold more than one office. The term of office shall be until the first meeting of the Board of Directors following the next annual meeting of the stockholders and until their respective successors are elected, but any officer may be removed with or without cause at any time by the vote of the Board of Directors. Vacancies among the officers shall be filled by the Directors.

2. The President shall preside at all meetings of the Board of Directors. He shall also preside at all meetings of the shareholders. He shall present at each annual meeting of the shareholders and directors a report of the condition of the business of the Corporation. He shall cause to be called regular and special meetings of the shareholders and directors in accordance with the requirements of the statute and of these By-Laws. He shall appoint, discharge and fix the compensation of all employees and agents of the Corporation other than the duly elected officers, subject to the approval of the Board of Directors. The President shall not have the authority to sign and execute all contracts, notes, drafts, orders, mortgages, deeds and other legal documents in the name of the Corporation nor have the authority to sell, lease, encumber or purchase property, real or personal,

unless he shall first obtain Board approval. The President shall have the authority to sign all corporate checks wherein he is listed as a signatory on the account and to sign for all day-to-day expense items. The President shall sign all certificates representing shares, shall cause all books, reports, statements and certificates to be properly filed and kept and shall enforce these By-Laws and perform all the duties incident to his office and which are required by law, and, generally, he shall supervise and control the business and affairs of the Corporation.

3. During the absence or incapacity of the President, any Board Member may perform the duties of the President.

4. A. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies as the Board of Directors may designate. The Treasurer, shall not have the authority to make, sign, and endorse in the name of the Corporation any drafts, notes and other orders for the payment of money, or pay out and dispose of such except under the direction of the Board of Directors. The Treasurer shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours. The Treasurer shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times

as shall be required of him, and he shall make a full financial report at the annual meeting of the shareholders. He or she shall further perform all duties normally incident to the office of Treasurer of the Corporation. If required by the Board of Directors, the Treasurer shall give such bond as it shall determine appropriate for the faithful performance of his duties.

B. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the shareholders in appropriate books. The Secretary shall attend to the giving of notice of special meetings of the Board of Directors and of all the meetings of the shareholders of the Corporation. The Secretary shall be custodian of the records and seal of the Corporation and shall affix the seal to the certificates representing shares and other corporate papers when required. The Secretary shall keep at the principal office of the Corporation a book or record containing the names, alphabetically arranged, of all persons who are shareholders of the Corporation, showing their places of residence, the number and class of shares held by them respectively, and the dates when they respectively became the owners of record thereof. He or she shall keep such book or record and the minutes of the proceedings of its shareholders open daily during the usual business hours, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, the Secretary shall prepare and make available a current list of the officers and directors of the Corporation and their resident addresses. The Secretary shall sign

all certificates representing shares and affix the corporate seal thereto. He or she shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by him. The Secretary shall perform all the duties incident to the office of Secretary of the Corporation.

5. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors or the President.

6. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

7. The officers shall receive such salary or compensation as may be fixed by the Board of Directors.

Article IV

Bills, Notes, Etc.

All bills payable, notes, drafts, warrants or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by one or more members of the Board of directors. Checks issued for day-to-day banking activities may be signed by the President, Treasurer, a Board Member or anyone so designated by the Board. No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check draft, warrant or other negotiable instrument, or endorse the same in the name of the Corporation or contract or cause to be contracted any debt or liability in the

name and on behalf of the Corporation except as expressly prescribed and provided for by the Board of Directors.

Article V

Indemnity of Directors and Officers

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation to procure a judgment in its favor) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees) actually and reasonably incurred by him in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

Any indemnity mentioned in the above paragraph shall (unless authorized by a Court) be made by the Corporation only as authorized in the specific case upon a determination that the director or officer was not guilty of gross negligence or willful

misconduct in the performance of his duty and, in case of a settlement, that such settlement was, or if still to be made is, consistent with such indemnity and the best interests of the Corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, by a quorum of disinterested directors who so direct following advice by independent legal counsel in a written opinion, or (iii) by the shareholders. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in the second paragraph of this section, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

The right of indemnification provided by this section shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matters in relation to

which the Corporation would not have the power to indemnify such director or officer under the provisions of this section.

The Corporation may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

Article VI

Certificate of Stock

Each stockholder shall be entitled to a certificate or certificates of stock in such form as may be approved by the Board of Directors signed by the President and by the Secretary or Treasurer. All transfers of stock of the Corporation shall be made upon its books by surrender of the certificate for the shares transferred accompanied by an assignment in writing by the holder and may be accomplished either by the holder in person or by a duly authorized attorney in fact. In case of the loss, mutilation or destruction of a certificate of stock, a duplicate certificate may be issued upon such terms not in conflict with law as the Board of Directors may prescribe.

Article VII

Dividends

Board of Directors may, from time to time, declare and the Corporation may pay dividends on its shares in cash, property or its own shares, subject to the qualifications that dividends in cash or property may be paid only out of unreserved or unrestricted earned surplus or out of capital surplus, and in no event shall a dividend be paid if the Corporation is insolvent or the payment thereof would render the Corporation insolvent. As used herein, "capital surplus" shall mean that portion of the value of the assets which is in excess of the par value of the shares given in exchange for the assets.

Article VIII

Seals

The seal of the Corporation shall be a flat-faced circular die, of which there may be any number of counterparts, with the word "SEAL" and the name of the Corporation engraved thereon.

Article IX

Fiscal Year

The fiscal year of the Corporation shall commence on the 1st day of January of each year.

Article X

Amendments

The Board of Directors shall have the power to alter, amend, repeal or to adopt new By-laws. Any By-Law made by the Board of Directors may be repealed or changed and new By-Laws made by the stockholders, who may prescribe that any By-Law made by them shall not be altered, amended or repealed by the directors.

Dated: Nov. 3, 1992

Approved: Phillip C. Shaver
Director

Yolanda L. Shaver
Director

CORPORAT\BYLAWS.SHOWERS

WAYB
new case

239.

44 Grandview Manor Court
Waynesboro, VA 22980
September 23, 1992

AM BRANCH

SEP 29 1992

Mr. James Burtle
Chief, AM Branch
Federal Communications Commission
1919 M Street, NW
Washington, DC 20554

Dear Mr. Burtle:

I am a mother who has two children enrolled at Old Dominion Preschool and Learning Center in Waynesboro, Virginia. The center is leasing the building that used to be radio station WZKT AM. I read a Public Notice in the Saturday, September 19, 1992 issue of *The News-Virginian* that truly struck a nerve. Apparently, ownership of the radio station is changing and the new owners have submitted an application to the FCC to transfer the license. Obviously they want to operate the station.

I feel, as a concerned parent, that this application should be denied on the basis that it could be detrimental to the health and well being of my children as well as the other children at the center. The tower is located within a few feet of the playground and I do not feel it would be safe to expose these children to radiation

I ask that you carefully look into this situation before making any decisions on whether or not to transfer this license. I would appreciate hearing back from you on this issue as soon as possible.

Thank you for your attention.

Sincerely,

Lesley A. Pultz
Lesley A. Pultz

SILENCE 12/27/00

cc: Dr. Thomas Gorsuch, Mayor - City of Waynesboro
Senator Frank Nolen
Delegate Pete Giesen

WZKT(AM) old

(new) WAYB

28-01 42
28-01 47
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PUBLIC NOTICE

On September 2, 1992, there was tendered for filing with the Federal Communications Commission an application to assign the license of standard broadcast Station WZKT, which is authorized to operate on 1490 kilohertz at Waynesboro, Virginia, from SlocuMedia, Inc. to Hometown Media, Inc. The officers, directors and stockholders of SlocuMedia, Inc., are Leon P. Harris, Kenneth Bowman, Nancy Bowman, and Earl Judy, Jr. The officers, directors and stockholders of Hometown Media, Inc. are Phillip C. Showers and Yolanda Showers. A copy of the application and related material are on file for public inspection at: Clerk of Council Office, Room 215, 250 S. Wayne Avenue Waynesboro, Va.

9-19-92

The News-Virginian